

RECORDATION NO. 25136-G FILED

MAY 11 '05

8-53 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

May 11, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Restatement of Railcars Subject to Amended and Restated Rider No. 03, dated as of May 11, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document supercedes and replaces the Amended and Restated Memorandum of Master Lease Agreement (Rider No. 3) previously filed with the Board under Recordation Number 25136-D.

The name and address of the party to the enclosed document are:

Lessor:	Babcock & Brown Rail Funding LLC by Babcock & Brown Rail Management LLC 885 Second Avenue New York, NY 10017
[Lessee:	Union Pacific Railroad Corporation 1416 Dodge Street Omaha, NE 68179]

Mr. Vernon A. Williams
May 11, 2005
Page Two

A description of the railroad equipment covered by the enclosed document is:

186 covered hopper railcars within the series CMO 10010 – CMO 10198

A short summary of the document to appear in the index follows:

Notice of Restatement of Railcars Subject to Amended and Restated Rider No. 03.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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EXECUTION VERSION
SURFACE TRANSPORTATION BOARD

**NOTICE OF RESTATEMENT OF RAILCARS SUBJECT TO
AMENDED AND RESTATED RIDER NO. 03**

By this NOTICE OF RESTATEMENT OF RAILCARS SUBJECT TO AMENDED AND RESTATED RIDER NO. 03 (this "Notice") dated this 11th day of May, 2005, notice is hereby given that, effective December 22, 2004, pursuant to paragraph II of Amended and Restated Rider No. 03 ("Rider No. 03") dated as of December 15, 2004, to that certain Master Lease Agreement dated as of August 6, 2004, by and between Wilmington Trust Company, not in its individual capacity but solely as owner trustee (as assignee of Babcock & Brown Rail Funding LLC), as lessor (the "Lessor"), and Union Pacific Railroad Company, as lessee, the correct number of units delivered on or prior to December 22, 2004 and subject to Rider No. 03 is One Hundred Eighty-Six (186), which units and marks are indicated on Schedule A hereto (the "Equipment"). The railcars identified on Schedule A hereto replace those identified in the Amended and Restated Memorandum of Master Lease Agreement and Amended and Restated Rider No. 03, which was originally filed under Recordation No. 25136-D.

IN WITNESS WHEREOF, this Notice has been executed by the manager of the Equipment on behalf of the Lessor on the date first above written.

BABCOCK & BROWN RAIL MANAGEMENT LLC

By: _____

Name: **Bruce Carusi**
Title: **Vice President**

State of New York)
)
County of New York)

On this, the 9th day of May, 2005, before me, a Notary Public in and for said County and State, personally appeared Bruce Carusi, a Vice President of Babcock & Brown Rail Management LLC, who acknowledged himself/~~herself~~ to be a duly authorized officer of Babcock & Brown Rail Management LLC, and that, as such officer, being authorized to do so, he/~~she~~ executed the foregoing instrument for the purposes therein contained.

In Witness Whereof, I have hereunto set my hand and official seal on the date above mentioned.

Name: Karen A. Houlihan

Notary Public

My Commission Expires: _____

Residing in: _____

KAREN A. HOULIHAN
Notary Public, State of New York
No. 01HO6051904
Qualified in New York County
Commission Expires December 4, 2007

SCHEDULE A

CMO 10000-10009, inclusive; 10011-10016, inclusive; 10018-10068, inclusive; 10070; 10071; 10073; 10074; 10076-10100, inclusive; 10102-10107, inclusive; 10110-10118, inclusive; 10120-10170, inclusive; 10172; 10173; 10176; 10177; and 10179-10198, inclusive.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

5/11/05



Robert W. Alvord